

RECORDATION NO.

25566-C
FILED

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APR 29 '05

3-13 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

April 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Cargill, Inc. and Nabisco, Inc. Leases

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
2 Summit Drive
Suite 300
Cleveland, Ohio 44131

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

47 hopper cars within the series NAHX 550121 - NAHX 551383 as more
particularly set forth in the equipment schedule attached to the document,
and
16 hopper cars: NAHX 550544 - NAHX 550559.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

APR 29 '05

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Schedule No. 016)

This Memorandum of Lease is entered into as of April 28, 2005, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of 12-Murfreesboro Model C614 5165 cu. ft. PD Hopper Cars, 35-Thrall Model C614 5165 cu. ft. PD Hopper Cars and 16-Thrall Model C614 5150 cu. ft. Hopper Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 84 months commencing as of such date.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

Jane Mount
Hebra A. Gum

ICX CORPORATION, Lessor

By Dennis J. Diemer

Name Dennis J. Diemer
Vice President

Title _____

Signed and acknowledged

Elizabeth J. Hall
Sandra Alexander

THE ANDERSONS, INC., Lessee

By Gary Smith

Name Gary Smith

Title Vice President, Finance & Treasurer

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 29th day of April, 2005.

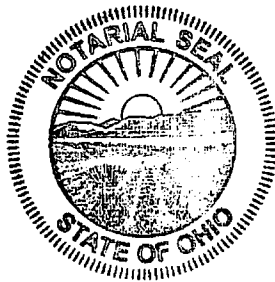
Michelle Smego
Notary Public

MICHELLE SMEGO
Notary Public, State of Ohio, Gay. Cty.
My commission expires July 1, 2008

State of Ohio)
) ss:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Andersons, Inc., an Ohio corporation (the "Corporation"), by Gary Smith its Vice President, Finance & Treasurer who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Maumee, Ohio, this 28th day of April, 2005.



Judy A. Baldwin
Notary Public

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

EXHIBIT A

12-Murfreesboro Model C614 5165 cu. ft. PD Hopper Cars

AAR MARKINGS:

NAHX 550121; NAHX 550207; NAHX 550276; NAHX 550278; NAHX 550296;
NAHX 550399; NAHX 550401; NAHX 550402; NAHX 550407; NAHX 550410;
NAHX 550411; NAHX 550412

35-Thrall Model C614 5165 cu. ft. PD Hopper Cars

AAR MARKINGS:

NAHX 550523; NAHX 550524; NAHX 550756; NAHX 550824; NAHX 550826;
NAHX 550827; NAHX 551027; NAHX 551031; NAHX 551354; NAHX 551355;
NAHX 551356; NAHX 551357; NAHX 551358; NAHX 551359; NAHX 551360;
NAHX 551361; NAHX 551362; NAHX 551363; NAHX 551364; NAHX 551365;
NAHX 551366; NAHX 551367; NAHX 551368; NAHX 551369; NAHX 551371;
NAHX 551372; NAHX 551373; NAHX 551374; NAHX 551375; NAHX 551376;
NAHX 551377; NAHX 551378; NAHX 551380; NAHX 551381; NAHX 551383

16-Thrall Model C614 5150 cu. ft. PD Hopper Cars

AAR MARKINGS:

NAHX 550553; NAHX 550549; NAHX 550559; NAHX 550551; NAHX 550552;
NAHX 550556; NAHX 550545; NAHX 550544; NAHX 550546; NAHX 550547;
NAHX 550557; NAHX 550554; NAHX 550558; NAHX 550555; NAHX 550550;
NAHX 550548

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 29, 2005



Robert W. Alvord